



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

RECORDATION NO. 9747-H

Filed 1425

SEP 12 1984 .1 45 PM

September 10, 1984

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. 4256 AD 54

Date SEP 12 1984

Fee \$ 10.00

ICC Washington, D.C.

Re: Amendment Agreement, dated May 1, 1984, to Conditional Sale Agreement, dated September 15, 1978

ICC OFFICE OF  
THE SECRETARY  
SEP 12 1 38 PM '84  
MOTOR OPERATING UNIT

Dear Mr. Secretary:

Enclosed herewith for filing and recording with the Commission in accordance with 49 U.S.C. 11303, are two executed counterparts of Amendment Agreement, dated as of May 1, 1984, to Conditional Sale Agreement, dated September 15, 1978, between the Mellon Bank (East) National Association (formerly known as the Girard Bank) as Assignee of General Motors Corporation and the Exchange National Bank of Chicago, as Trustee for Michigan National Leasing Corporation.

That Conditional Sale Agreement is the primary document to which this Amendment is connected and is recorded under Recordation No. 9747.

The names and addresses of the parties to this document are:

The Atchison, Topeka and Santa Fe  
Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

Mellon Bank (East) National Association  
Mellon Bank Center  
Philadelphia, PA 19101

Exchange National Bank of Chicago  
130 South LaSalle Street  
Chicago, Illinois 60609

The equipment covered by the Conditional Sale Agreement, dated September 15, 1978, is described on Exhibit 1.

For the convenience of the parties, I have enclosed three (3) additional counterparts of the Amendment, which I should like to have returned to me bearing the recordation information.

*Mr. Bayne*  
*Counterpart for 2 -*

Mr. James H. Bayne  
September 10, 1984  
Page 2

A check in the amount of \$10 is also enclosed in the payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos / lbm".

Gus Svolos  
Vice President-law

JQG/LBM/lgd

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

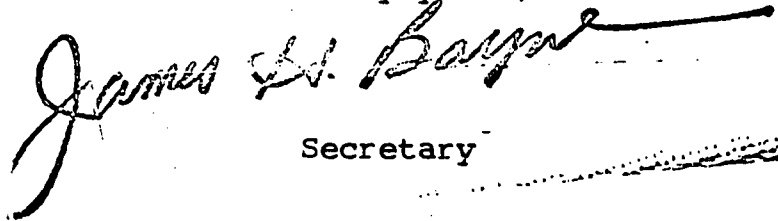
Gus Svolos  
Vice President-Law  
The Atchison, Topeks & Santa Fe  
Rwy. Co.  
80 East Jackson Boulevard  
Chicago, Illinois 60604

September 12, 1984

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/12/84 at 1:45PM and assigned re-recording number(s) 9747-H, & 9747-I

Sincerely yours,

  
Secretary

Enclosure(s)

May 1, 1984

CONDITIONAL SALE AGREEMENT  
DATED SEPTEMBER 15, 1978

## STATEMENT OF NEW IDENTIFYING NUMBERS

<u>Number of Units</u>	<u>Description</u>	<u>Original TP&amp;W Numbers</u>	<u>New ATSF Numbers</u>
7	General Motors Corporation	2005	3565
	(Electro-Motive Division)	2006	3566
	Model GP-38-2 2,000 HP	2007	3567
	Diesel Electric Locomotives	2008	3568
		2009	3569
		2010	3570
		2011	3571

RECORDATION NO. 9747-4  
SEP 12 1984 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT  
TO CONDITIONAL SALE AGREEMENT  
7 GP-38-2 LOCOMOTIVES

Amendment Agreement, dated as of May 1, 1984, to the Conditional Sale Agreement, dated as of September 15, 1978 (the "CSA") between the Mellon Bank (East) National Association (formerly known as the Girard Bank), as Assignee of General Motors Corporation (Electro-Motive Division) and Agent for one or more investors, (the "Assignee"), and Exchange National Bank of Chicago, as Trustee for Michigan National Leasing Corporation under a Trust Agreement of the same date, (the "Vendee-Lessor").

WITNESSETH

WHEREAS, the Vendee-Lessor has purchased certain Units of Equipment under the CSA from General Motors Corporation (Electro-Motive Division) (the "Builder"), and the Builder has assigned its rights under the CSA to the Agent-Assignee pursuant to the Agreement and Assignment dated as of the same date as the CSA;

WHEREAS, the Vendee-Lessor leases the Units of Equipment to The Atchison, Topeka and Santa Fe Railway Company, the successor to the Toledo, Peoria & Western Railroad Company, (the "Lessee") under a Lease of Railroad Equipment dated as of the same date as the CSA;

WHEREAS, pursuant to Section 5 of the Lease, the Lessee wishes to change the identifying numbers of the Units of Equipment leased by Lessor to Lessee under the Lease;

WHEREAS, the Lessor wishes to have such identifying numbers also and identically changed under the CSA pursuant to Article 9 thereof by filing a statement of new numbers with the Agent-Assignee and recording the same in all public offices where the CSA has been previously recorded; and

WHEREAS, the CSA has been recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

NOW THEREFORE, the Agent-Assignee and the Vendee-Lessor, for good and valuable consideration, hereby agree as follows:

1. In accordance with the requirements of Article 9 of the CSA, the Vendee-Lessor hereby files with the Agent-Assignee the attached Statement of New Identifying Numbers, dated as of May 1, 1984, (the "Statement"), which Statement is the same as that to be filed by the Lessee with the Vendee-Lessor under the Lease for the purpose of changing thereunder the identifying numbers of the Units of Equipment subject to the Lease and this CSA.

2. The Agent-Assignee hereby acknowledges its receipt of the Statement.

3. The Vendee-Lessor shall cause this Amendment Agreement together with the Statement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act).

IN WITNESS WHEREOF, the Agent-Assignee and the  
Vendee-Lessor have caused this Amendment Agreement to be  
executed by their respective duly authorized officers and have  
affixed their duly attested corporate seals as of the date  
first above written.

ATTEST:

MELLON BANK (EAST) NATIONAL  
ASSOCIATION, as Agent

By

Title:

C. HRONYCH

ATTEST: ASSISTANT SECRETARY.

By

Title:

CORPORATE TRUST OFFICER

EXCHANGE NATIONAL BANK OF CHICAGO,  
as Trustee

By

Title:

ASST. VICE PRES.

By

Title:

FIRST VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS  
COUNTY OF PHILADELPHIA )

On this 11<sup>TH</sup> day of JULY 1984, before me personally appeared G. F. ARLETH, to me personally known, who, being by me duly sworn, says that he is CORPORATE TRUST OFFICER of Mellon Bank (East) National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation as agent by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as agent.

*Frene Materna*  
Notary Public

(Notarial Seal)

My Commission Expires DEC 21 1987

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 16<sup>th</sup> day of JULY 1984, before me personally appeared MICHAEL D. GOODMAN, to me personally known, who, being by me duly sworn, says that he is First Vice President of Exchange National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation as trustee by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as trustee.

*Arthur Ruppel*  
Notary Public

(Notarial Seal)

My Commission Expires 1-24-86



May 1, 1984

CONDITIONAL SALE AGREEMENT  
DATED SEPTEMBER 15, 1978

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